

United States Bankruptcy Court
Northern District of Illinois

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): HD Imaging, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 26-1549074	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 205 W. Monroe Chicago, IL	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 60606	ZIP Code
County of Residence or of the Principal Place of Business: Cook	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): HD Imaging, Inc. C/O Pittacora & Crotty, LLC 1928 W. Fulton, Suite 201 Chicago, IL	Mailing Address of Joint Debtor (if different from street address):
ZIP Code 60612	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check one box)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
<input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<input checked="" type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13
	TAX-EXEMPT ENTITY (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
		Nature of Debts (Check one box)
		<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box)	Check one box: Chapter 11 Debtors
<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.
	Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information	THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	
Estimated Number of Creditors	
<input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets	
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities	
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): HD Imaging, Inc.
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)		
Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)		
Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:
Exhibit A		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X Signature of Attorney for Debtor(s) _____ (Date) _____
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?		
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)		
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.		
Information Regarding the Debtor - Venue (Check any applicable box)		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)		
_____ (Name of landlord that obtained judgment)		
_____ (Address of landlord)		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

B1 (Official Form 1)(1/08)

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
HD Imaging, Inc.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney***X** /s/ James R. Pittacora

Signature of Attorney for Debtor(s)

James R. Pittacora

Printed Name of Attorney for Debtor(s)

Pittacora & Crotty, LLC

Firm Name

**1928 W. Fulton
Suite 201
Chicago, IL 60612**

Address

Email: tk@pittacoracrotty.com**(312) 506-2000 Fax: (312) 506-2005**

Telephone Number

April 28, 2009

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Edward Burton

Signature of Authorized Individual

Edward Burton

Printed Name of Authorized Individual

President

Title of Authorized Individual

April 28, 2009

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person,or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

United States Bankruptcy Court
Northern District of Illinois

In re

HD Imaging, Inc.

Case No. _____

Debtor

Chapter _____

7

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	13	847,011.05		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		642,996.69	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	10		417,732.64	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		28			
	Total Assets		847,011.05		
		Total Liabilities		1,060,729.33	

United States Bankruptcy Court
Northern District of Illinois

In re **HD Imaging, Inc.**

Case No. _____

Debtor

Chapter _____

7

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column	
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column	
4. Total from Schedule F	
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)	

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDEULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Harris Bank Acct No. 4802599595	-	37,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Claretians, Inc. Location: 205 W. Monroe, Chicago IL	-	20,000.00
		SPECTRUM-ROOSEVELT LLC Security deposit. Location 5000 West Roosevelt	-	3,600.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.		10 HD Imaging Tech Shirts Location: 205 W. Monroe, Chicago IL	-	300.00
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total > (Total of this page)	60,900.00

12 continuation sheets attached to the Schedule of Personal Property

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Product Sold To, ABN AMRO 135 S LaSalle Street,,Chicago,IL 60603, Contact Tim K. Sharpe, 312-446-1227	-	20.00
		Product Sold To, Ace Hardware 3911 N Lincoln Ave,,Chicago,IL 60613, Contact Mary, 773-281-1777	-	89.00
		Product Sold To, AJR International 300 Regency Dr,,Glendale Heights,IL 60139, Contact Jan Davis,	-	1,639.77
		Product Sold To, AK Steel PO Box 8702,,West Chester,OH 45071, Contact Heather Mack, 513-425-2683	-	198.00
		Product Sold To, Anderson & Boback 218 N. Jefferson,Suite 300,Chicago,IL 60661, Contact John, 312-715-0870	-	500.00
		Product Sold To, ASC Supply, Inc 22 Schiavone Dr,,Ambler,PA 19002, Contact John Armstrong, 215-643-0310	-	294.00
		Product Sold To, Associated Release Service 2156 W. Fulton,1st floor,Chicago,IL 60612, Contact Attn: Lisa Duncan, 312 726-8693	-	473.89
Sub-Total > (Total of this page)				3,214.66

Sheet 1 of 12 continuation sheets attached
to the Schedule of Personal Property

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Product Sold To, Automation Aids, Inc 420 Babylon Road, Suite B,,Horsham,PA 19044, Contact , 215-444-9100	-	279.26
		Product Sold To, BALOUN & COMPANY 855 Sterling,,Palatine,IL 60067, Contact Ron Baloun, (847) 991-1111	-	229.97
		Product Sold To, Bannister Business Products PO Box 374,,Oceanville,NJ 8231, Contact Bob Bannister, 609-652-8541	-	1,472.00
		Product Sold To, Best Ribbon Corporation 1151 S Duke Street,,Lancaster,PA 17602, Contact Mike Marshall/Charlotte-AP, 410-675-9152	-	594.45
		Product Sold To, Bill Tech Consulting 2914 North Milwaukee Avenue,,Chicago,IL 60618, Contact Marty Schroering, 773-537-0020	-	787.11
		Product Sold To, Braytech 8725 Narragansett,,Morton Grove,IL 60053, Contact Attn: Andy, 847 967-6067	-	95.00
		Product Sold To, Braytech-TT 8725 Marragansett,,Morton Grove,60053 IL, Contact , 847-967-6067	-	62.00
		Product Sold To, Bridgewater Technologies 550 W. Frontage Rd,Suite 2799,Northfield,IL 60093, Contact Cliff, 847-835-5000	-	388.75
		Product Sold To, Carlith Printing Inc. 250 Carpenter Blvd,,Carpentersville,IL 60110-1919, Contact Barbara Nagle, 847-426-3488	-	316.10
		Product Sold To, Cassidy, Schade & Gloor 20 North Wacker Drive,Suite 1040,Chicago,IL 60606, Contact Attn: Maurice, 312.641-3100	-	406.96
		Product Sold To, CastleMark 2240 Buckthorn Dr,,Algonquin,IL 60102, Contact Mark Larson, 312-423-6655	-	107.20
		Product Sold To, Chicago Investment Group 190 S. Lasalle,Suite 850,Chicago,IL 60603, Contact Steven Doherty, 321-953-6538	-	105.00
				Sub-Total > 4,843.80
				(Total of this page)

Sheet 2 of 12 continuation sheets attached
to the Schedule of Personal Property

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Product Sold To, Chicago Packaging 5750 W. Bloomingdale,,Chicago,IL 60639, Contact Abid, 773-889-9911	-	85.06
		Product Sold To, ClearShield Technologies, LLC 3749 N. 25th Ave.,Schiller Park,IL 60176, Contact Gabriela Vesela, 847-671-4584 x8128	-	224.69
		Product Sold To, CM Design Group PO Box 564,,Bourbonnais,IL 60914, Contact Donn McNeal, 815-929-9390	-	1,287.64
		Product Sold To, Columbia Business Systems, Inc P.O. Box 11539,,Kansas City,MO 64138, Contact Attn. Ruth Malone, 816-353-3202	-	157.64
		Product Sold To, Commander Packaging Corp. 25777 S. Cleveland Ave.,Monee,IL 60449, Contact Joel, 708-367-4000	-	937.13
		Product Sold To, ComSpec USA, LTD PO Box 333,,Gilberts,IL 60136-0333, Contact Attn. Paul Callaway, 847-836-2569	-	895.47
		Product Sold To, Continental Imaging Products 1200 Karl CT,,Wauconda,IL 60084, Contact Accounts Payable, 847-526-5390	-	297.64
		Product Sold To, Corporate Express (CO) South Atlantic,PO BOX 33637,Northgleen,CO 80233, Contact , 252-436-3016	-	3,154.54
		Product Sold To, Corporate Express (WI) WISCONSIN Attn: PO Box 33637,,NorthGlenn,CO 80233, Contact Corporate Office-Karen, 877-595-6401 opt 1	-	705.00
		Product Sold To, Corporate Express Imaging 1096 East Newport Center Dr.,Deerfield Beach,FL 33442, Contact Zolia, 800-828-9949	-	240.53
		Product Sold To, Crystal Infosystems 25A Dubon Court,,Farmingdale,NY 11735, Contact Sid / Omar-313 / Igor, 631-501-0810	-	10,504.98
		Product Sold To, Crystal Infosystems(DON'T USE) 25A Dubon Court,,Farmingdale,NY 11735, Contact Sid / Omar-313 / Louisa- 302, 631/501-0810	-	2,623.50
				Sub-Total > (Total of this page)
				21,113.82

Sheet 3 of 12 continuation sheets attached
to the Schedule of Personal Property

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Product Sold To, Edmonds Incorporated 626 Executive Drive,,Willowbrook,IL 60527, Contact , 630-325-4708	-	114.67
		Product Sold To, EME Solutions, Inc. P.O. Box 152,,Getzville,NY 14068, Contact Paul Donahue, 716-692-0010	-	11,975.19
		Product Sold To, Encyclopedia Britannica Accounts Payable Dept,331 N. LaSalle St,Chicago,IL 60654-2682, Contact Accts.Pay./ Chuck Turoff, 312-347-7210	-	184.60
		Product Sold To, E-Trade Capital Market 440 S. LaSalle St.,Chicago,IL 60605, Contact A/ P Daniel, 312 986-9986	-	367.63
		Product Sold To, Forrestal Elementary School 2837 Washington Street,,Great Lakes,IL 60088, Contact Attn: Veronica, 847 689-6310	-	133.50
		Product Sold To, GE Capital Corporation 500 West Monroe Street,Suite 1900,Chicago,IL 60661, Contact Attn: Accounts Payable,	-	1,299.11
		Product Sold To, Girling Health Care 3307 Northland Drive , #500,,Austin,TX 78731, Contact David Reed x 5067, (512) 458-3090	-	283.35
		Product Sold To, Grund & Leavitt 812 N. Dearborn St.,Chicago,IL 60610, Contact Attn: Accounts Payable, 312 640-0500	-	89.00
		Product Sold To, Guntz & McCarthy 150 S Wacker Drive,Suite 1025,Chicago,IL 60606, Contact Katie Principe, 312-541-0022	-	1,552.24
		Product Sold To, Hewitt Associates LLC Acquisition Management Center,PO Box 900,Lincolnshire,IL 60069, Contact , 877-557-3838	-	87,331.29
		Product Sold To, Hewlett Packard 1745 Aviation Blvd.,Lincoln,CA 95648, Contact , (800) 227-8164	-	245.00
		Product Sold To, Holly Duran Real Estate 10 S. Wacker Dr Suite 1965,,Chicago,IL 60606, Contact Jennifer Durkin, 312-930-3130	-	126.49

Sub-Total > **103,702.07**
(Total of this page)

Sheet 4 of 12 continuation sheets attached
to the Schedule of Personal Property

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Product Sold To, Hygenic Corp. 1245 Home Ave,,Akron,OH 44310, Contact Joe Urnick, 330-633-8460	-	1,992.05
		Product Sold To, Iglesia De Dios Church 3532 W. North Ave,,Chicago,IL 60639, Contact , 773/276-7013	-	89.00
		Product Sold To, Ink & Toner 8416 N. McVicker,,Morton Grove,IL 60053, Contact Attn: Nick, 847.502-4857	-	310.75
		Product Sold To, Insurance Auto Auctions Suite 500,Two Westbrook Corporate Center,Westchester,IL 60154, Contact Margaret Hadam, 708-492-7000	-	19,280.73
		Product Sold To, International Paper 4160 Campus Dr.,Aurora,IL 60504, Contact Brad, 630-585-3400	-	411.60
		Product Sold To, International Paper 401 Northwest Ave,,Northlake,IL 60164, Contact Craig Zimmerman, 708/562-6000	-	488.60
		Product Sold To, Jackson Hewitt Tax Service 15951 S. Harlem Ave,,Tinley Park,IL 60477, Contact Mike Abuzir, 708-633-1040	-	3,767.76
		Product Sold To, Jan Poloncarz 7104 W. Main Street,,Niles,IL 60714, Contact Attn, Jan Poloncarz, 773-742-5717	-	122.61
		Product Sold To, Jenner & Block LLP (NY) 919 Third Avenue,37TH Floor,New York,NY 10022-3902, Contact Attn: Susan Thompson,	-	1,643.00
		Product Sold To, Katun (EDC) Edisonweg 44,,Gorinchem 4207 HG, , Contact Marc Bos,	-	1,872.00
		Product Sold To, Katun Corporation USA PO BOX 505,,Two Harbors,MN 55606-0505, Contact , 952-903-3408	-	60,003.97
		Product Sold To, KTK Design Associates, LTD 53 W. Jackson St.,Suite 630,Chicago,IL 60610, Contact Joe Kozak, 312-212-1500	-	247.76
				Sub-Total > 90,229.83
				(Total of this page)

Sheet 5 of 12 continuation sheets attached
to the Schedule of Personal Property

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Product Sold To, Laser Cycle 8208 Nieman Rd.,Lenexa,KS 66214, Contact Cathy Murphy@ AP, 913-894-7445	-	73.64
		Product Sold To, Laserserv Incorporated 1804 Dabney Road,,Richmond,VA 23230, Contact Attn: Chris Bannister, (800) 642-5199	-	2,847.82
		Product Sold To, Lasertone Corporation 1-02 26th Ave,,Long Island City,NY 11102, Contact , 718-545-7100 x3336	-	148.00
		Product Sold To, Leto Plumbing & Heating, Inc. 13247 Allyn St.,Plainfield,IL 60585, Contact Accounts Payable, 815-609-3150	-	48.22
		Product Sold To, Lombard Car Company 823 East St Charles Road,,Lombard,IL 60148, Contact Don Sesniak, 630 629-0436	-	148.03
		Product Sold To, Martek 4270 Dow RD,suite 213,Melbourne,FL 32934, Contact Carrie, 321-733-1020	-	100.13
		Product Sold To, McDermott Will & Emery 227 W. Monroe St,47th Floor,Chicago,IL 60606-5096, Contact Attn: Patty Fegan, 312-984-6988	-	18,227.19
		Product Sold To, MCPC Inc 21555 Drake Road,,Clevelend,OH 44149, Contact , 440/268-4394	-	25,980.88
		Product Sold To, Mizuho Securities USA Inc. Attn: Accounts Payable - FD,111 River Street-11th Floor,Hoboken,NJ 7030, Contact Account Payables: B. Hendricks, 201/626-1000	-	844.72
		Product Sold To, Muratec America, Inc 3301 E Plano, Suite 100,,Plano,TX 75074, Contact Mike Christenson, 469-429-3326 BRX 3351	-	47,553.74
		Product Sold To, New Century Imaging 19527 Business Center Dr.,Northridge,CA 91324, Contact Arie x-201, 818-886-2822	-	1,196.00
		Product Sold To, North America Corp. 2101 Claire Ct.,Glenview,IL 60025, Contact Attn: Peter Perales, 708 715-0083	-	292.76
				Sub-Total > 97,461.13
				(Total of this page)

Sheet 6 of 12 continuation sheets attached
to the Schedule of Personal Property

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Product Sold To, Nu-Deluxe 111 Lexington Drive,,Buffalo Grove,IL 60089, Contact , 847-459-0653 ex 107	-	936.80
		Product Sold To, Nuveen Investments 333 W. Wacker,#2900,Chicago,IL 60606, Contact Robert Moulton, 312-917-8208	-	656.09
		Product Sold To, Oakton Community College 1600 E. Golf Road,,Des Plaines,IL 60016, Contact Jim Kowols, 847-635-1600	-	142.27
		Product Sold To, Office Depot, Inc PO Box 152488,,Cape Coral,FL 33915-2488, Contact , 561-438-1705	-	9,323.66
		Product Sold To, Office Direct Inc. 123 West Madison,Suite 1000,Chicago,IL 60602, Contact Attn: Accounts Payable, 312 739-0703	-	1,134.70
		Product Sold To, Office Max 1590 1st Ave,,Ottawa,IL 61350, Contact attn: Accounts Payable, 815-431-7222	-	2,075.10
		Product Sold To, Office Needs, Inc 298 Terminal Ave,PO Box 5804,Clark,NJ 7066, Contact , 732-381-7770	-	10,886.90
		Product Sold To, OfficeMax 1590 1st Ave,,Ottawa,IL 61350, Contact Attn. Accounts Payable, 815-431-7222	-	128.34
		Product Sold To, OfficeMax Contract Inc. 800 Bryn Mawr,,Itasca,IL 60143, Contact Attn: Ann Olsen/ Tech Service, 877-777-4008	-	19,069.12
		Product Sold To, Omnicare of Northern Illinois 2313 S. Mt Prospect Rd,,Des Plaines,IL 60018, Contact Account Payable: Monique Allen, 847-635-3000	-	2,825.61
		Product Sold To, One Grand Smile 8368 W Grand Ave,,River Grove,IL 60171, Contact Kris, 708-453-0500	-	173.50
		Product Sold To, PC-Enterprises 138 Memorial Ave,,West Springfield,MA 1089, Contact Robert Braceland, 413-736-2112	-	428.31
				Sub-Total > 47,780.40
				(Total of this page)

Sheet 7 of 12 continuation sheets attached
to the Schedule of Personal Property

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Product Sold To, Peter Boyes 1021 W. Adams,Suite 101,Chicago,IL 60607, Contact Peter Boyes, 312-324-0920	-	187.26
		Product Sold To, Pro Data 1125 Tri State Parkway,,Gurnee,IL 60031, Contact Mayra, 847-775-0900	-	889.45
		Product Sold To, Proforma Divine Corp. Supply 13901 Midway Rd,Ste 102-278,Dallas,TX 75244, Contact , 888-325-4012	-	207.28
		Product Sold To, Proforma Divine Corp. Supply 13901 Midway Road,Ste 102-278,Dallas,TX 75244, Contact Attn. Chris Lynn, 888-325-4012	-	660.97
		Product Sold To, Quarasan Group 405 W. Superior,,Chicago,IL 60610, Contact Andre, 312-787-0750	-	219.40
		Product Sold To, Relax The Back 1925 N. Clybourn Ave.,Chicago,IL 60614, Contact Jerry, 773-348-2225	-	89.00
		Product Sold To, Remax Acclaimed 211 W. Grand Ave.,Bensenville,IL 60106, Contact Michael Loiacono,	-	153.33
		Product Sold To, Royal Consumer Info Prods Inc. 379 Campus Dr,2nd Floor,Somerset,NJ 8875, Contact Carmela ext 5671, 800/524-0799	-	12,572.00
		Product Sold To, RSM McGladrey One South Wacker Drive,Suite 800,Chicago,IL 60606-3392, Contact Attn: Michael Mac Mullen, 312 634-4820	-	2,118.91
		Product Sold To, Samsung Electronics 105 Challenger Rd.,Ridgefield Park,NJ 7660, Contact Randy Carney, (201) 229-4447	-	188.33
		Product Sold To, Sargent & Lundy 55 E. Monroe,,Chicago,IL 60603-5780, Contact Attn: Gerando Fuentes, 312 269-2000	-	3,215.50
		Product Sold To, Smith Amundsen LLC 150 N. Michigan Ave,Suite 3300,Chicago,IL 60601, Contact Diane Brummel, 312-455-3807	-	4,120.10
				Sub-Total > 24,621.53
				(Total of this page)

Sheet 8 of 12 continuation sheets attached
to the Schedule of Personal Property

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Product Sold To, Spex Optical 2000 Central St.,Evanston,IL 60201, Contact Jessica Holvay, 847-905-1410 x35	-	492.54
		Product Sold To, State Farm Insurance 5840 W. Fullerton Ave.,Chicago,IL 60639, Contact John Higgins, 637-1314	-	183.09
		Product Sold To, Steiner Industries 5801 N. Tripp Ave.,Chicago,IL 60646, Contact Attn: A/P 150098, 773 588-3444	-	760.68
		Product Sold To, The On -Site Company PO BOX 28473,,Green Bay,WI 54324-0473, Contact Attn: Accounts Payable, 1-866-862-3493	-	1,265.20
		Product Sold To, Thorek Medical Center 850 W. Irving Park Road,,Chicago,IL 60613, Contact Michael Thomas, 773-975-6812	-	2,390.05
		Product Sold To, Thresholds Rehabilitation Ind. 4423 North Ravenswood,,Chicago,IL 60640, Contact Attn: Ken Bell, 312 850-2219	-	702.40
		Product Sold To, Toner Buys Inc. 651 Via Alondra,Unit 713,Camarillo,CA 93012, Contact Lee Ostertag, 805-388-1338	-	1,705.00
		Product Sold To, Town Greeter 601 Sennett Street,,Batavia,IL 60510, Contact Chris Swift, 630-406-0076	-	340.46
		Product Sold To, Tri-State Accounting 5840 W. Irving Park Rd.,Chicago,IL 60634, Contact Dorota Suchojad, 773/725-5200	-	299.76
		Product Sold To, University of Chicago 5807 S. Woodlawn,Room 205,Chicago,IL 60637, Contact Marissa Wing, 773-702-0338	-	1,979.81
		Product Sold To, Veterinary Surgical Referral 1515 Busch Pkwy,,Buffalo Grove,IL 60089-2686, Contact Jody Kennedy, 847.459-7535	-	307.44
		Product Sold To, Victoria's Salon and Spa 1250 S. Canal,,Chicago,IL 60607, Contact , 312-829-0443	-	49.61
				Sub-Total > 10,476.04
				(Total of this page)

Sheet 9 of 12 continuation sheets attached
to the Schedule of Personal Property

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Product Sold To, Vision Point of Sale 2260 Ridge Dr.,Glenview,IL 60025, Contact Keith Brown, 847-486-1100	-	8,274.00
		Product Sold To, Warehouse Direct 1601 W. Algonquin Rd.,Mt. Prospect,IL 60056, Contact John Denicolo, 847-631-0349	-	30,079.02
		Product Sold To, Weeks, Lerman Group, LLC 58-38 Page Place,,Queens,NY 11378-2288, Contact Lou Santandar, 718/803-5000	-	14,242.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
				Sub-Total > 52,595.02
			(Total of this page)	

Sheet 10 of 12 continuation sheets attached to the Schedule of Personal Property

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Forklift Location: 205 W. Monroe, Chicago IL	-	4,000.00
		Ipass Location: 205 W. Monroe, Chicago IL	-	100.00
		Bus Pass Location: 205 W. Monroe, Chicago IL	-	100.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		125 Printers @ \$100 Location: 205 W. Monroe, Chicago IL	-	12,500.00
		12 Black Holes @ \$100 Location: 205 W. Monroe, Chicago IL	-	1,200.00
		Dell Desktop - 14 valued at \$700 each; located at 205 W. Monroe, Chicago, IL, 60606	-	9,800.00
		LCD Monitor - 9 valued at 500 each; located at 205 W. Monroe, chicago, il, 60606	-	4,500.00
		CRT Monitor - 5 valued at \$300 each; located at 205 W. Monroe, chicago, il, 60606	-	1,500.00
		Network Switch - 2 valued at \$3500; located at 205 W. Monroe, chicago, il, 60606	-	7,000.00
		Telephones - 14 valued at \$200 each; located at 205 W. Monroe, chicago, il, 60606	-	2,800.00
		Projector -1 valued at \$1000; located at 205 W. Monroe, chicago, il, 60606	-	1,000.00
		Laser Printers - 14 valued at \$300 each; located at 205 W. Monroe, chicago, il, 60606	-	4,200.00
				Sub-Total > 48,700.00
				(Total of this page)

Sheet 11 of 12 continuation sheets attached
to the Schedule of Personal Property

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Fax Machines - 2 valued at \$400 each; located at 205 W. Monroe, chicago, il, 60606	-	800.00
		6 Servers valued at \$700 each located at 205 W. Monroe, chicago, il, 60606	-	4,200.00
		14 Desks located at 205 W. Monroe, Chicago, IL, 60657	-	5,000.00
		General office supplies located at 205 W. Monroe, Chicago, IL, 60657	-	300.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.		4344 Finished Printer Cartridges Location: 5000 W. Roosevelt, Chicago, IL	-	130,320.00
		2144 Drums Location: 5000 W. Roosevelt, Chicago, IL	-	8,576.00
		4699 Toner Location: 5000 W. Roosevelt, Chicago, IL	-	23,495.00
		16492 Empty Cartridges Location: 5000 W. Roosevelt, Chicago, IL	-	93,176.00
		4771 Cartridge Chips Location: 5000 W. Roosevelt, Chicago, IL	-	15,505.75
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
				Sub-Total > 281,372.75
				(Total of this page)
				Total > 847,011.05

Sheet 12 of 12 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re HD Imaging, Inc.

Case No.

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL				UNSECURED PORTION, IF ANY	
				CONTINGENT	UNLIQUIDATED	DISPUTED			
Account No. 4802599595			Blanket Lien						
Harris Bank 111 W. Monroe, 2E□□ Chicago, IL 60603		-	Account Number: 4802599595						
			Value \$ 642,996.69					642,996.69	0.00
Account No.									
			Value \$						
Account No.									
			Value \$						
Account No.									
			Value \$						
0 continuation sheets attached				Subtotal (Total of this page)				642,996.69	0.00
				Total				642,996.69	0.00
				(Report on Summary of Schedules)					

In re

HD Imaging, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

In re HD Imaging, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.			AMOUNT OF CLAIM
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	
Account No.			Advertising			1,626.19
American Printing Services 431 N. Raddant Rd. Batavia, IL 60510	-					
Account No.			2 Payrolls unpaid			5,577.68
Andrea Ugland 176 Anhelise Lane Volo, IL 60020	-					
Account No.			Office Supplies			
ARAMARK 1851 Howard Street Elk Grove Village, IL 60007	-					183.65
Account No.			Product			
Azerty 1708 Solutions Center Chicago, IL 60677	-					159.98
9 continuation sheets attached			Subtotal (Total of this page)			7,547.50

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UN LI QU IDA TE D	DIS PUT ED	AMOUNT OF CLAIM
Account No.		2 Payrolls unpaid				
Brian Anderson 800 S. Wells Unit 1026 Chicago, IL 60607	-					11,457.53
Account No.		2 Payrolls unpaid				
Brian Beck 3218 Heritage Lake Drive Lockport, IL 60441	-					3,277.38
Account No.		Employee Expenses for Product Bought				
Brian Beck 3218 Heritage Lake Drive Lockport, IL 60441	-					104.48
Account No.		2 Payrolls unpaid				
Chris Papalia 1415 N. Dearborn, Apt 15C Chicago, IL 60610	-					6,923.04
Account No.		Rent				
Claretians, Inc 205 W. Monroe St. Chicago, IL 60606	-					33,030.00
Sheet no. 1 of 9 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			54,792.43

In re HD Imaging, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Accounting				
Dugan & Lopatka 104 East Roosevelt Road Wheaton, IL 60187	-					8,445.00
Account No.		Product				
ENZEI INC 1941 NW QUIMBY PORTLAND, OR 97209	-					410.00
Account No.		Shipping				
FedEx P.O. Box 94515 Palatine, IL 60094-4515	-					593.97
Account No.		Parts for Service				
Hewlett-Packard 13207 Collections Center Drive Chicago, IL 60693	-					449.53
Account No.		2 Payrolls unpaid				
Jacek Pytlik 1116 S. New Wilke Road, #307 Arlington Heights, IL 60005	-					14,400.00
Sheet no. <u>2</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				24,298.50

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UNL IQU IDA TE D	DISP UTED	AMOUNT OF CLAIM
Account No.		Employee Expenses for Product Bought				
Jeff Grek Chicago, IL 60606	-					2,400.00
Account No.		2 Payrolls unpaid				
Jeff Vita 5140 W. Parker Chicago, IL 60639	-					7,745.76
Account No.		Employee Expenses for Product Bought				
Jeffrey J. Vita 5140 W. Parker Chicago, IL 60639	-					241.39
Account No.		2 Payrolls unpaid				
Jose L Santos 21 E. 26th Street, Unit 1 Chicago, IL 60616	-					4,798.04
Account No.		2 Payrolls unpaid				
Joseph Caetta 3117 S. Lowe Chicago, IL 60616	-					2,956.76
Sheet no. <u>3</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				18,141.95

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UNL IQU IDA TE D	DIS PUTED	AMOUNT OF CLAIM
Account No.		2 Payrolls unpaid				
Juan Gonzalez 7545 S. Banks St Justice, IL 60458	-					4,967.04
Account No.		2 Payrolls unpaid				
Laura Pantos 500 E. Austin Libertyville, IL 60048	-					3,843.48
Account No.		2 Payrolls unpaid				
Laura Prendergast 3750 N. Wilton, Unit 1n Chicago, IL 60613	-					3,927.72
Account No.		Product				
Liberty Parts Team, Inc. 3517 W. Beltline HWY Madison, WI 53713	-					7,164.00
Account No.		2 Payrolls unpaid				
Maggie Shopova 8536 W. Gregory St Chicago, IL 60656	-					3,586.52
Sheet no. <u>4</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>23,488.76</u>

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UNL IQU IDA TE D	DIS PUTED	AMOUNT OF CLAIM
Account No.		Temp Payroll				
Mark/Ryan Associates, Ltd. 1375 E. Woodfield Road Schaumburg, IL 60173	-					5,382.64
Account No.		2 Payrolls unpaid				
Marta Pytkowska 7119 W. Greenleaf Street Niles, IL 60714	-					4,929.00
Account No.		2 Payrolls unpaid				
Michael Hacholski 4018 North Ashland, Unit 8, Chicago, IL 60613	-					4,285.24
Account No.		Office Supplies				
Office Max 1590 1st Ave Chicago, IL 60675-2698	-					435.08
Account No.		Parts for Service				
Parts Now PO Box 88632 Milwaukee, WI 53288	-					4,896.78
Sheet no. <u>5</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			19,928.74

In re HD Imaging, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UN LI QU IDA TE D	DIS PUT ED	AMOUNT OF CLAIM
Account No.		Mail				
Pitney Bowes Global Financial PO Box 856460 Louisville, KY 40285-6460	-					318.82
Account No.		parts for service				
Precision Roller 2102 Quail Phoenix, AZ 85027	-					283.50
Account No.		Product				
Purchase Power PO Box 856042 Louisville, KY 40285-6042	-					54.21
Account No.		Shipping				
Roadrunner Transportation 3576 Paysphere Circle Chicago, IL 60674	-					730.82
Account No.		2 Payrolls unpaid				
Roy Tam 20433 Spruce Lane Crest Hill, IL 60403	-					7,394.20
Sheet no. <u>6</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>8,781.55</u>

In re HD Imaging, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UN LI QU IDA TE D	DIS PUT ED	AMOUNT OF CLAIM
Account No.		2 Payrolls unpaid				
Sarav Subramani 1740 W. Belmont, Unit 2R Chicago, IL 60657	-					16,923.08
Account No.		2 Payrolls unpaid				
Seth Colley 503 Essex Road Fox River Grove, IL 60021	-					8,999.72
Account No.		Office Supplies				
Shadow Fax 4601 Helgessen Dr Madison, WI 53718	-					243.00
Account No.		Employee Expenses for Product Bought				
Sheila Connelly 1126 W. George Chicago, IL 60657	-					18,000.00
Account No.		Shipping				
Sir Speedy 721 Hasting Lane Buffalo Grove, IL 60089	-					413.55
Sheet no. <u>7</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			44,579.35

In re HD Imaging, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UN LI QU IDA TE D	DIS PUT ED	AMOUNT OF CLAIM
Account No.		Product				
Supplies Network Accounts Receivable St. Louis, MO 63195	-					84,651.01
Account No.		Cell Phone				
T-Mobile PO BOX 742596 CINCINNATI, OH 45274-2596	-					2,177.14
Account No.		Product				
TechData PO Box 93836 Chicago, IL #####-####	-					524.41
Account No.		Insurance				
The Hartford One Hartford Plaza Hartford, CT 06104-2907	-					5,234.00
Account No.		Payroll				
Tom Moore 16537 Cranberry Ct Tinley Park, IL 60487	-					1,800.00
Sheet no. <u>8</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			94,386.56

In re **HD Imaging, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UN LI QU IDA TE D	DIS PUT ED	AMOUNT OF CLAIM
Account No.		TTI Product				
TTI International, Inc. 1665 S. Waukegan Rd Waukegan, IL 60085	-					120,000.00
Account No.		Shipping				
United Parcel Service (0AV334) LOCKBOX 577 CAROL STREAM, IL 00577	-					1,690.55
Account No.		Product				
Xerox Corporation 2553 Collections Center Dr. Chicago, IL 60693	-					96.75
Account No.						
Account No.						
Account No.						
Sheet no. <u>9</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			121,787.30
			Total (Report on Summary of Schedules)			417,732.64

In re HD Imaging, Inc., Case No. _____
Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

**Claretians Inc
205 W. Monroe
Chicago, IL 60606**

Lease of property at 205 W. Monroe

**Spectrum-Roosevelt, LLC
5000 WEST ROOSEVELT ROAD
Chicago, IL 60644**

**Leasee of property at 5000 W. Roosevelt, Chicago,
IL**

In re HD Imaging, Inc., Case No. _____
Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Edward Burton 820 Livingston Ln. Barrington, IL 60010	SPECTRUM-ROOSEVELT LLC <input type="checkbox"/> 5000 WEST ROOSEVELT ROAD Chicago, IL 60644
Edward Burton 820 Livingston Ln. Barrington, IL 60010	Harris Bank 111 W. Monroe, 2E Chicago, IL 60603
Terry Burton 820 Livingston Ln. Barrington, IL 60010	Harris Bank 111 W. Monroe, 2E Chicago, IL 60603

United States Bankruptcy Court
Northern District of Illinois

In re HD Imaging, Inc.

Debtor(s)

Case No.

Chapter

7

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 30 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date April 28, 2009Signature /s/ Edward Burton
Edward Burton
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Northern District of Illinois

In re HD Imaging, Inc.

Debtor(s)

Case No.
Chapter

7

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$840,788.94	2009 YTD: Business Income
\$2,287,752.59	2008: Business Income

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
None <input type="checkbox"/> b. <i>Debtor whose debts are not primarily consumer debts:</i> List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)			

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Administaff 312 S. Wacker Chicago, IL 60606	2/12/09-3/16/09	\$131,869.42	\$0.00
Arlington Industries PO Box 601029 Charlotte, NC 28260-1029	2/25/09	\$23,770.74	\$0.00
Braytech 8725 Narragansett Ave Morton Grove, IL 60053	4/2/09	\$13,222.40	\$0.00
Claretians, Inc. 205 W. Monroe St. Chicago, IL 60606	2/6/09	\$11,190.00	\$33,030.00
Emerald City Trading Ltd.	3/20/09	\$15,000.00	\$0.00
Harris Bank 112 W. Monroe 2E Chicago, IL 60603	2/2/09-4/4/09	\$10,308.81	\$642,996.69
Illinois Department of Revenue PO Box 19016 Galesburg, IL 61402-1906	2/20/09-3/20/09	\$8,284.00	\$0.00
Parts Now PO Box 88632 Milwaukee, WI 53288	1/30/09-3/20/09	\$10,996.12	\$4,896.78
Pro/Data Payroll Services, Inc. 1125 Tri-State Parkway Gurnee, IL 60031	1/28/09-3/31/09	\$8,512.49	\$1.00
Spectrum-Roosevelt Ltd. Partnership 4800 W. Roosevelt Rd. Chicago, IL 60637	3/31/09	\$7,315.00	\$0.00
Supplies Network Accounts Receivable Saint Louis, MO 63195	2/3/09-3/25/09	\$31,676.06	\$84,651.01

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
North Shore Community Bank & Trust Company, et al. v. TTI International, Inc., et al Case No. 09 CH 15659	Civil	Circuit Court of Cook County 50 W. Washington Chicago, IL 60602	Pending
Wall Street Group of Companies v. HD Imaging, Inc. dba TTI International Case No. FBN: 0144190	Civil	County Court for the Seventeenth Judicial Circuit, Broward County Florida	pending.
Emerald City Trading Pty Ltd. v. TTI International, Inc., et al. Case No. 08 L 009281	Civil	Circuit Court of Cook County 50 W. Washington Chicago, IL 60602	Settled

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Pittacora & Crotty, LLC 1928 W. Fulton Suite 201 Chicago, IL 60612		\$3,500.00
Pittacora & Crotty, LLC 1928 W. Fulton Suite 201 Chicago, IL 60612		\$300. Bankruptcy filing fee paid to Northern District of Illinois through Pittacora & Crotty, LLC.

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None

■ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None

■ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None

■ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None

■ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None

■ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

LAST FOUR DIGITS OF
SOCIAL-SECURITY OR
OTHER INDIVIDUAL
TAXPAYER-I.D. NO.

NAME	(ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None ■ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None

■ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
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Brian Anderson
800 S. Wells Unit 1026
Chicago, IL 60607

September 2008 - Current

Donald Agee
520 N. Halsted, Unit 200
Chicago, IL 60622

September 2008 - December 2009

Victoria Rowe
27514 Forest Garden Rd.
Wauconda, IL 60084

April 2008 - January 2009

Anthony Scala
143 Tower Place
Palatine, IL 60067

August 2005 - June 2008

None ■ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS DATE ISSUED

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
3/23/09	Edward Burton	
4/6/2009	Edward Burton	

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
3/23/09	Edward Burton 820 Livingston Ln. Barrington, IL 60010
4/6/2009	Edward Burton 820 Livingston Ln. Barrington, IL 60010

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS NATURE OF INTEREST PERCENTAGE OF INTEREST

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Edward Burton 820 Livingston Ln. Barrington, IL 60010	President, Secretary	

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME ADDRESS DATE OF WITHDRAWAL

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS Terry Burton 820 Livingston Ln. Barrington, IL 60010	TITLE President	DATE OF TERMINATION January 1, 2009
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23 . Withdrawals from a partnership or distributions by a corporation

None ■ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None ■ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

None ■ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date April 28, 2009

Signature /s/ Edward Burton
Edward Burton
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

In re HD Imaging, Inc.

Debtor(s)

Case No.

Chapter

7**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$ <u>5,000.00</u>
Prior to the filing of this statement I have received.....	\$ <u>3,500.00</u>
Balance Due.....	\$ <u>1,500.00</u>

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- [Other provisions as needed]

Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: April 28, 2009

/s/ James R. Pittacora

James R. Pittacora
Pittacora & Crotty, LLC
1928 W. Fulton
Suite 201
Chicago, IL 60612
(312) 506-2000 Fax: (312) 506-2005
tk@pittacoracrotty.com

**United States Bankruptcy Court
Northern District of Illinois**

In re HD Imaging, Inc.

Debtor(s)

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7

VERIFICATION OF CREDITOR MATRIX

Number of Creditors: 51

The above-named Debtor(s) hereby verifies that the list of creditors is true and correct to the best of my (our) knowledge.

Date: April 28, 2009

/s/ Edward Burton

Edward Burton/President
Signer/Title

American Printing Services
431 N. Raddant Rd.
Batavia, IL 60510

Andrea Ugland
176 Anhelise Lane
Volo, IL 60020

ARAMARK
1851 Howard Street
Elk Grove Village, IL 60007

Azerty
1708 Solutions Center
Chicago, IL 60677

Brian Anderson
800 S. Wells Unit 1026
Chicago, IL 60607

Brian Beck
3218 Heritage Lake Drive
Lockport, IL 60441

Chris Papalia
1415 N. Dearborn, Apt 15C
Chicago, IL 60610

Claretians Inc
205 W. Monroe
Chicago, IL 60606

Claretians, Inc
205 W. Monroe St.
Chicago, IL 60606

Dugan & Lopatka
104 East Roosevelt Road
Wheaton, IL 60187

Edward Burton
820 Livingston Ln.
Barrington, IL 60010

ENZEI INC
1941 NW QUIMBY
PORTLAND, OR 97209

FedEx
P.O. Box 94515
Palatine, IL 60094-4515

Harris Bank
111 W. Monroe, 2E
Chicago, IL 60603

Hewlett-Packard
13207 Collections Center Drive
Chicago, IL 60693

Jacek Pytlik
1116 S. New Wilke Road, #307
Arlington Heights, IL 60005

Jeff Grek
Chicago, IL 60606

Jeff Vita
5140 W. Parker
Chicago, IL 60639

Jeffrey J. Vita
5140 W. Parker
Chicago, IL 60639

Jose L Santos
21 E. 26th Street, Unit 1
Chicago, IL 60616

Joseph Caetta
3117 S. Lowe
Chicago, IL 60616

Juan Gonzalez
7545 S. Banks St
Justice, IL 60458

Laura Pantos
500 E. Austin
Libertyville, IL 60048

Laura Prendergast
3750 N. Wilton, Unit 1n
Chicago, IL 60613

Liberty Parts Team, Inc.
3517 W. Beltline HWY
Madison, WI 53713

Maggie Shopova
8536 W. Gregory St
Chicago, IL 60656

Mark/Ryan Associates, Ltd.
1375 E. Woodfield Road
Schaumburg, IL 60173

Marta Pytkowska
7119 W. Greenleaf Street
Niles, IL 60714

Michael Hacholski
4018 North Ashland, Unit 8,
Chicago, IL 60613

Office Max
1590 1st Ave
Chicago, IL 60675-2698

Parts Now
PO Box 88632
Milwaukee, WI 53288

Pitney Bowes Global Financial
PO Box 856460
Louisville, KY 40285-6460

Precision Roller
2102 Quail
Phoenix, AZ 85027

Purchase Power
PO Box 856042
Louisville, KY 40285-6042

Roadrunner Transportation
3576 Paysphere Circle
Chicago, IL 60674

Roy Tam
20433 Spruce Lane
Crest Hill, IL 60403

Sarav Subramani
1740 W. Belmont, Unit 2R
Chicago, IL 60657

Seth Colley
503 Essex Road
Fox River Grove, IL 60021

Shadow Fax
4601 Helgessen Dr
Madison, WI 53718

Sheila Connally
1126 W. George
Chicago, IL 60657

Sir Speedy
721 Hasting Lane
Buffalo Grove, IL 60089

Spectrum-Roosevelt, LLC
5000 WEST ROOSEVELT ROAD
Chicago, IL 60644

Supplies Network
Accounts Receivable
St. Louis, MO 63195

T-Mobile
PO BOX 742596
CINCINNATI, OH 45274-2596

TechData
PO Box 93836
Chicago, IL #####-####

Terry Burton
820 Livingston Ln.
Barrington, IL 60010

The Hartford
One Hartford Plaza
Hartford, CT 06104-2907

Tom Moore
16537 Cranberry Ct
Tinley Park, IL 60487

TTI International, Inc.
1665 S. Waukegan Rd
Waukegan, IL 60085

United Parcel Service (0AV334)
LOCKBOX 577
CAROL STREAM, IL 00577

Xerox Corporation
2553 Collections Center Dr.
Chicago, IL 60693

**United States Bankruptcy Court
Northern District of Illinois**

In re HD Imaging, Inc.

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7

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for HD Imaging, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [Check if applicable]

April 28, 2009

Date

/s/ James R. Pittacora

James R. Pittacora

Signature of Attorney or Litigant
Counsel for HD Imaging, Inc.

Pittacora & Crotty, LLC

**1928 W. Fulton
Suite 201
Chicago, IL 60612
(312) 506-2000 Fax:(312) 506-2005
tk@pittacoracrotty.com**